UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

RPOST HOLDINGS, INC., et al.	Civil Action No. 2:12-cv-512-MHS-RSP
Plaintiffs,	Hon. Michael Schneider
v.	
EXACT TARGET, INC. et al.	
Defendants.	Jury Trial Demanded

**DECLARATION OF JUANITA DELOACH IN SUPPORT OF CITIGROUP INC.'S
REPLY OF ITS MOTION TO DISMISS PLAINTIFFS' SECOND AMENDED
COMPLAINT OR, ALTERNATIVELY, TO STAY LITIGATION PENDING
DETERMINATION OF STATE COURT AND BANKRUPTCY COURT ACTIONS**

DECLARATION OF JUANITA DELOACH

1.   My name is Juanita DeLoach and I am over the age of twenty-one years and am fully competent in all respects to make this Declaration. Except where stated below, I have personal knowledge of all facts stated herein and all such facts are true and correct. I could and would testify thereto if called to do so.

2.   I am an associate at Dentons US LLP in Dallas, Texas and counsel to Defendant Citigroup Inc. in this matter. I am duly licensed to practice law in the State of Texas. I submit this declaration to support Citigroup Inc.'s Reply in Support of its Motion to Dismiss Plaintiffs' Second Amended Complaint, or in the Alternative, Stay Litigation Pending Determination of State Court and Bankruptcy Court Actions.

3.   On January 30, 2014, Judge Gilstrap issued an order to Stay and Administratively Close the following cases:

> *RMail Limited v. Amazon.com, Inc. et al.,* Case No. 2:10-cv-258
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> *RPost Holdings, Inc. et al. v. Constant Contact, Inc.*, Case No. 2:12-cv-510
>
> *RPost Holdings, Inc. et al. v. Epsilon Data Management, LLC*, Case No. 2:12-cv-511
>
> *RPost Holdings, Inc. et al. v. Infogroup, Inc. et al.*, Case No. 2:12-cv-517.

4.   A true and correct copy of Judge Gilstrap's Order is attached as Ex. A.[1] Judge Gilstrap's Order GRANTED a stay pending the resolutions of the California state actions and bankruptcy proceedings.

5.   On January 20, 2014, shortly after obtaining a copy of the Order, Mark Nelson (Citibank's Lead Attorney) and I telephoned RPost's attorney, Mr. Hudnell, and asked him whether RPost would agree to stay this case in light of the Order in exchange for Citi agreeing to

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[1] Initially, our case was also before Judge Gilstrap. However, Judge Gilstrap recused himself and this case was transferred to Judge Schneider. Our case styling appears on the front of the Order.

withdraw (without prejudice) the pending Motion to Dismiss or Stay. (D.I. 74.) Mr. Hudnell

agreed to stay the case based on Judge Gilstrap's Order. Mr. Hudnell also inquired about Intuit's

pending Notice of Joinder to Citi's Motion to Dismiss Plaintiffs' Second Amended Complaint, or,

Alternatively, to Stay Litigation Pending Determination of State Court and Bankruptcy Court

Actions. (D.I. 75.) He agreed to stay Intuit as well. The call with Mr. Hudnell occurred at

approximately 4:05 PM CST on January 30, 2014. It was agreed that Defendant Citi would

prepare an agreed motion for submission to the Court.

6.   Immediately after the call with Mr. Hudnell, Mr. Nelson and I telephoned Intuit's

lead attorney Mr. Sacksteder. Mr. Sacksteder agreed with the approach and sent us his signature

block information to include in the Agreed Motion to Withdraw the Various Motions and to Stay

the Case Until December 1, 2014 per Judge Gilstrap's Order ("Agreed Motion"). Later in the day,

I emailed Mr. Sacksteder a draft copy of the Agreed Motion for review. A true and correct copy

of that email is attached as Ex. B.

7.   On January 31, 2014, I emailed a draft copy of the Agreed Motion to Mr. Hudnell. A true

and correct copy of that email and attachment is attached as Ex. C. Mr. Hudnell responded "I

discussed Defendants' approach with RPost and they do not wish to proceed in this manner." A

true and correct copy of Mr. Hudnell's email is attached as Ex. D.   Later in the day on

January 31, 2014, I spoke with Mr. Hudnell in an effort to resolve the matter. Mr. Hudnell stated

he was no longer willing to agree to a stay, apparently instead wishing for the Court to enter a

ruling on the stay to preserve RPost's right to seek reconsideration. *Id.* I then proposed having

language in the agreed stay that would permit the stay to be lifted in the event that Judge Gilstrap

granted the hypothetical reconsideration motion, but Mr. Hudnell would not agree.

I declare under penalty of perjury under the laws of the United States that the foregoing is

true and correct to the best of my knowledge.

Executed on the 3rd of February, 2014 in Dallas, Texas.

/s/ *Juanita DeLoach*___
Juanita DeLoach

CERTIFICATE OF SERVICE

I certify that on February 3, 2014, a true and correct copy of the foregoing document has been served on all counsel of record deemed to have consented to electronic service via the Court's CM/ECF system under Local Rule CV-5(a)(3).

/s/ *Juanita DeLoach*__
Juanita DeLoach

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